

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1994-03-02**
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FILER

ANDREW CORP

CIK: **317093** | IRS No.: **362092797** | State of Incorpor.: **DE** | Fiscal Year End: **0930**
Type: **S-8** | Act: **33** | File No.: **033-52487** | Film No.: **94514361**
SIC: **3663** Radio & tv broadcasting & communications equipment

Business Address
10500 W 153RD ST
ORLAND PARK IL 60462
7083493300

As filed with the Securities and Exchange Commission on March 2, 1994

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ANDREW CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 36-2092797
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

10500 W. 153rd Street
Orland Park, Illinois 60462
(Address of Principal Executive Offices)

1994 ANDREW EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Charles R. Nicholas
Vice President, Finance
and Administration
and Chief Financial Officer
Andrew Corporation
10500 W. 153rd Street
Orland Park, Illinois 60462
(708) 349-3300

Copy to:
Karen S. Lyons
Gardner, Carton & Douglas
321 North Clark Street
Suite 3400
Chicago, Illinois 60610
(312) 644-3000

(Name, address and telephone number, including area code, of agents for service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee

<S>	<C>	<C>	<C>	<C>
Common stock, \$.01 par value per share	525,000*	\$31.58**	\$16,579,500.00**	\$5,718.00

* Adjusted to give effect to the three-for-two stock split effective March 2, 1994.

** Estimated solely for purposes of calculating the amount of the registration fee, based upon the average of the high and low prices of the Common Stock as reported on the NASDAQ National Market System on March 1, 1994, adjusted to give effect to the three-for-two stock split.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, as filed with the Securities and Exchange Commission, are incorporated herein by reference:

(i) the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1993;

(ii) the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 1993.

(iii) the Registrant's definitive proxy statement dated December 28, 1993, for its Annual Meeting of Stockholders;

(iv) the Registrant's Current Report on Form 8-K dated August 4, 1989, containing a description of the Registrant's Common Stock.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, after the date hereof and prior to the filing of a post-effective amendment which indicates that all of the Securities offered hereby have been sold or which deregisters all such securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES

The Registrant's Common Stock is registered under Section 12 of the Exchange Act.

ITEM 5. EXPERTS

The consolidated financial statements and financial statement schedules of

the Registrant and its subsidiaries included or incorporated by reference in the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1993, have been examined by Ernst & Young, independent auditors, and are incorporated herein by reference in reliance upon their reports given on their authority as experts in accounting and auditing.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law and the Registrant's Restated Certificate of Incorporation provide for the indemnification of directors and officers of the Registrant against liabilities incurred by them in certain stated proceedings and under certain stated conditions. The Registrant has obtained insurance covering its directors and officers against certain personal liability which may include liabilities under the Securities Act of 1933, as amended.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit No. -----	Description -----
4.1	Stockholder Rights Agreement dated September 22, 1988 filed as Exhibit 1.2 to the Registrant's Form 8-A dated November 14, 1988, and incorporated herein by reference and Amendment No. 1, dated as of July 1, 1992, to such Rights Agreement filed as Exhibit 4 to the Registrant's Form 8-K dated July 1, 1992, and incorporated herein by reference.
5	Opinion of counsel regarding legality.
23.1	Consent of Ernst & Young.
23.2	Consent of Gardner, Carton & Douglas (included in Exhibit 5 hereof).
24	Power of Attorney.

ITEM 9. UNDERTAKINGS

A. INDEMNIFICATION

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referred to in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act

and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

B. SUBSEQUENT EXCHANGE ACT DOCUMENTS

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this

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Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. OTHER

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs 1(i) and 1(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities

Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Orland Park, State of Illinois, on March 2, 1994.

ANDREW CORPORATION

By: /s/ Floyd L. English

Floyd L. English
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on March 2, 1994 by the following persons in the capacities indicated.

Signature -----	Title -----
/s/ Charles R. Nicholas ----- Charles R. Nicholas	Vice President, Finance and Administration and Chief Financial Officer
/s/ Gregory F. Maruszak ----- Gregory F. Maruszak	Vice President, Controller (Chief Accounting Officer)
* ----- John G. Bollinger	Director
* ----- Jon L. Boyes	Director

* Director

George N. Butzow

* Director

Kenneth J. Douglas

/s/ Floyd L. English Director

Floyd L. English

* Director

Donald N. Frey

* Director

Carole M. Howard

* Director

Ormand J. Wade

*By: /s/ James F. Petelle

Attorney-in-fact
James F. Petelle

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5	Opinion of counsel regarding legality.	7
23.1	Consent of Ernst & Young.	8
23.2	Consent of Gardner, Carton & Douglas (included in Exhibit 5 hereof).	
24	Power of Attorney.	9

GARDNER, CARTON & DOUGLAS
Suite 3400 - Quaker Tower
321 North Clark Street
Chicago, Illinois 60601-4795
(312) 644-3000
Telex: 25-3628
Telecopier: (312) 644-3381

March 1, 1994

Andrew Corporation
10500 West 153rd Street
Orland Park, Illinois 60462

Ladies and Gentlemen:

We have acted as counsel for Andrew Corporation, a Delaware corporation (the "Company"), in connection with the registration of 525,000 shares of the Company's Common Stock, par value \$.01 per share (the "Shares"), on a Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission. The Shares are issuable in connection with the 1994 Andrew Employee Stock Purchase Plan (the "Plan"). We have examined such records and documents as we have deemed necessary for the purpose of this opinion.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Gardner, Carton & Douglas

CONSENT OF INDEPENDENT AUDITORS

The consolidated financial statements and financial statement schedules of the Registrant and its subsidiaries included or incorporated by reference in the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1993, have been audited by Ernst & Young, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young pertaining to such financial statements given upon the authority of such firm as experts in accounting and auditing.

/s/ Ernst & Young

Ernst & Young

March 1, 1994

ANDREW CORPORATION

Form S-8 Registration Statement

POWER OF ATTORNEY

The undersigned appoint Floyd L. English, Charles R. Nicholas, James F. Petelle and Gregory F. Maruszak and each of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign his name to the Company's Registration Statement on Form S-8 relating to shares of the Company's Common Stock reserved for issuance under the 1994 Andrew Employee Stock Purchase Plan, and to any and all amendments, including Post-Effective Amendments, to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in furtherance thereof, hereby ratifying and confirming all that such attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 2nd day of February 1994.

/s/ John G. Bollinger

John G. Bollinger, Director

/s/ Floyd L. English

Floyd L. English, Director

/s/ Jon L. Boyes

Jon L. Boyes, Director

/s/ Donald N. Frey

Donald N. Frey, Director

/s/ George N. Butzow

George N. Butzow, Director

/s/ Carole M. Howard

Carole M. Howard, Director

/s/ Kenneth J. Douglas

/s/ Ormand J. Wade

Kenneth J. Douglas, Director

Ormand J. Wade, Director